UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

FORM D

OMB Number: 3235-0076 Expires: May 31, 2005 Estimated average burden hours per response...1

NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D, SECTION 4(6), AND/OR UNIFORM LIMITED OFFERING EXEMPTION

SEC USE ONLY PROCESSED Prefix DATE RECEIVINAY 2 1 2004 THOMSON FINANCIAL

Name of Offering ([] check if the	nis is an amendmer	nt and name has chan	ged, and indicate o	change.)
Filing Under (Check box(es) the apply):	at [X] Rule 504	[] <u>Rule 505</u> [] <u>Rul</u>	le 506 [] Section	4(6) [] ULOE
Type of Filing: [X] New Filing	[] Amendment			ad Many
	A. BASIC IDENTIF	FICATION DATA	X/AIY	17 2004
1. Enter the information reques	ted about the issue	er.	and the second and th	and the state of t
Name of Issuer: Kailay Enginee	ering LLC	anne e e e e e e e e e e e e e e e e e e		and the state of t
Address of Executive Offices: 4 Telephone Number: (415) 788-		et, Suite 810, SF, CA 9	4104	name of the second of the seco
Address of Principal Business (Telephone Number: (415) 788-	•	alifornia Street, Suite 8	10, SF, CA 94104	
	MOSPAROVO JA STANTO			
Brief Description of Business: E	Engineering		040	28624
Brief Description of Business: E	Engineering		040	28624
		rship, already formed		
Type of Business Organization	[] limited partne	rship, already formed rship, to be formed	[X] other (ple	
Type of Business Organization [] corporation	[] limited partne	rship, to be formed	[X] other (ple	ase specify):

Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

When to File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

State:

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix in the notice constitutes a part of this notice and must be completed.

A. BASIC IDENTIFICATION DATA

- 2. Enter the information requested for the following:
 - Each promoter of the issuer, if the issuer has been organized within the past five years;
 - Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;
 - Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
 - Each general and managing partner of partnership issuers.

Check Box(es) that Apply:	[] Promoter [X]	Beneficial Owner	[] Executive Officer	[] Director []	General and/or Managing Partner
Full Name: Kailay T	echnology, Inc.	e de la companya del companya de la companya del companya de la companya del la companya de la c		en de la composition de la composition La composition de la	yayaha ke cara asa asa asa asa asa asa asa asa asa
Business or Resider Tortola, British Virgin		Box 957, Offshor	e Incorporations Ce	entre, Road Tow	n,

Check Box(es) that Apply:	[] Promoter []	Beneficial Owner	[X] Executive Officer	[X] Director []	General and/or Managing Partner
Full Name: Yee Che	eng Hong	A r w		. (1997-19) - 1990 - 1999 - 1999 - 1999 - 1999 - 1999 - 1999 - 1999 - 1999 - 1999 - 1999 - 1999 - 1999 - 1999	processor de contracto de la contracto de co
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Check Box(es) that Apply:	[] Promoter [Beneficial Owner	[] Executive Officer	[] Director []	
Full Name (Last nam	ne first, if individua	T)	kun kun kanada da	, colo con de entre no attre e segundo entre especial portan al colo contra entre en	Men agencytouronorium to
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Check Box(es) that Apply:	[] Promoter [] Beneficial Owner	[] Executive Officer	[] Director []	General and/or Managing Partner
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Business or Residen	ce Address (Num	ber and Street,			Microsoft designation of the Colonial C

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Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering?										Yes N		
			Ansv	ver also	in Apper	ndix, Col	umn 2, if	filing un	der ULO	E.		
2. Wh	at is the	minimu	m inves	tment th	at will be	accepte	ed from a	iny indivi	dual?		••••	\$1,000
3. Do	es the of	fering p	ermit joii	nt owner	ship of a	single u	ınit?					Yes N
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[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]
Full N	ame: N	Ά			1000.4						Marie Marie School Street School Scho	- 100
Busin	ess or R	esidenc	e Addre	ss: N/A								
Name	of Asso	ciated E	Broker or	Dealer:	N/A							· ·
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[MT]	[NE]	[NV]	[NH]	[NJ]	[MM]	[NY]	[NC]	[LAD]	را اکا	[OK]	[OiV]	[PA]

Full Name: N/A

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c.	OFFER	ING PRI	ICE, NU	MBER (OF INVE	STORS,	EXPENS	SES ANI	USE O	F PROC	EEDS	•
4	······································	~~~~	- off - dis-	••••••••••••••••••••••••••••••••••••••	i Ennas istiti	سد المام	مرسوس من المصاد	tip was Aphillian lock to the control of the control	noncero a servicio de la compansión de l	e e angre e companier e differentiemakéh	intro-utherter i i uro po voc. i	
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									Numbe Investo			gate Amount chases
A	Accredite	ed Inves	tors						1		\$150,	000
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	Total (fo	or filings	under F	tule 504	only)				1		\$150,	000

Answer also in Appendix, Column 4, if filing under ULOE.

3. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C-Question 1.

Type of offering Rule 505	Type of Se	curity	Dollar Amount Sold \$
Regulation A			\$
Rule 504	Equity		\$150,000
Total	Equity		\$150,000
			4 . 3 3 , 3 3 3
4. a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.			
Transfer Agent's Fees		[]	\$
Printing and Engraving Costs		[]	\$
Legal Fees		[]	\$2,000
Accounting Fees		[]	\$
Engineering Fees		[]	\$
Sales Commissions (specify finders' fees separately)		[]	\$
Other Expenses (identify)		[]	\$
Total		[]	\$
b. Enter the difference between the aggregate offering price given in re-Question 1 and total expenses furnished in response to Part C - Que difference is the "adjusted gross proceeds to the issuer."	stion 4.a. This uer used for any it of the ss boove.		\$148,000
Coloring and food	Of Di	ayments fficers, rectors filiates	Payments
Salaries and fees	\$_		\$
Purchase of real estate	[·	[] \$
Purchase, rental or leasing and installation of machinery and equipment	[]		[] \$
Construction or leasing of plant buildings and facilities	11		[]

		\$	\$
Acquisition of other businesses (including the vasceurities involved in this offering that may be unexchange for the assets or securities of anothe pursuant to a merger)	used in r issuer	[] \$	[] \$
Repayment of indebtedness		[] \$	[] \$
Working capital		[]	[] \$148,000
Other (specify):	<u>,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,</u>	[]	 [] \$
		[] \$	Ψ []
Column Totals		⊸ [] \$	—— ⊅ <u>——————————————————————————————————</u>
Total Payments Listed (column totals added)		`] \$148,000
D. FEDERAL SIG	SNATURE	. V randominino de la recursió cualar relativa hace de cambidades de la vivo	nove roller absenden operane visioner.
The issuer has duly caused this notice to be signed by		NATIONAL PROGRAMMENT OF THE STATE OF THE STA	enclandsharecolorism view shows them.
information furnished by the issuer to any non-accred Rule 502.	dited investor pursuant t	o paragraph (b	o)(2) of
Kailay Engineering, LLC	· · · · · · · · · · · · · · · · · · ·	11/2	2/03
Name of Signer:	Title of Signer:		•
Yee Cheng Hong	Manager	Ylluwl	
ATTENTIO		Com	
Intentional misstatements or omissions of fact co U.S.C. 100		al violations.	(See 18
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E. STATE SIGN	NATURE		considerables electricales a concentration of the control of the c
1. Is any party described in 17 CFR 230.262 presently provisions of such rule?		•	Yes No [] [X]?
See Appendix, Column 5,			
2. The undersigned issuer hereby undertakes to furn	ish to any state adminis	trator of any st	ate in

which this notice is filed, a notice on Form D (17 CFR 239,500) at such times as required by state

3. The undersigned issuer hereby undertakes to furnish to the state administrators, upon written

request, information furnished by the issuer to offerees.

law.

4. The undersigned issuer represents that the issuer is familiar with the conditions that must be satisfied to be entitled to the Uniform limited Offering Exemption (ULOE) of the state in which this notice is filed and understands that the issuer claiming the availability of this exemption has the burden of establishing that these conditions have been satisfied.

The issuer has read this notification and knows the contents to be true and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

ilssuer:	Signature	Date
Kailay Engineering, LLC	7	11/2/03
Name of Signer: Yee Cheng Hong	Title of Signer: Manag	er 2.11/1
*** **********************************		

Instruction:

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

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. 1	1 2 3 Type of security and aggregate to non-accredited investors in State (Part B-Item 1) Type of security and aggregate offering price offered in state (Part C-Item 1)		gate rice Type of investor and state amount purchased in State					fication te ULOE attach ation of ranted) Item 1)	
State	Yes	No	TO A SECURITION OF THE SECURITIES OF THE SECURITION OF T	Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No
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